

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(CENTRAL DIVISION)

In re:

SOUTHERN SKY AIR & TOURS, LLC
d/b/a DIRECT AIR,

Debtor.

Chapter 7
Case No. 12-40944-MSH

ATTORNEY'S AFFIDAVIT

STATE OF TEXAS)
)
) ss.:
COUNTY OF TARRANT)

George Muckleroy, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the state of Texas and in the Northern District of Texas. I am an attorney with a principal business location of Sheats & Muckleroy LLP, 500 Main Street, Suite 300, Fort Worth, Texas 76102 and am a qualified person to perform the services described in the Trustee's Application for Authority to Employ Special Counsel (the "Application to Employ").

2. Neither I, nor any member of associate of my firm, holds or represents any interest adverse to that of the estate in the matters upon which said law firm is to be engaged. Thus, I believe I am a "disinterested person" within the meaning of § 101(14) of the Bankruptcy Code.

3. I have agreed to serve as Special Counsel to the Trustee and to receive compensation for professional services rendered, on a contingency fee basis, at the rate of 33 1/3% of any recovery through settlement, judgment, or offset, plus all out of pocket expenses and disbursements paid by me in connection with the litigation. All fees and costs shall be

submitted to the Bankruptcy Court for consideration and will be subject to Bankruptcy Court approval in accordance with MLBR 2016-1 and shall be paid only from amounts recovered in connection with the Judgment and not from the funds, if any, in the Debtor's bankruptcy estate.

A copy of the proposed fee agreement is attached to the Application to Employ as Exhibit B.

4. Neither I, nor the firm with which I am associated, have agreed to share and will not share or agree to share any compensation to be paid for the services rendered in this case with any person.

5. Neither I, nor Sheats & Muckleroy LLP, have received a retainer in this case.

6. I shall amend this statement immediately upon my learning that (a) any of the within representations are incorrect or (b) there is any change of circumstances relating thereto.

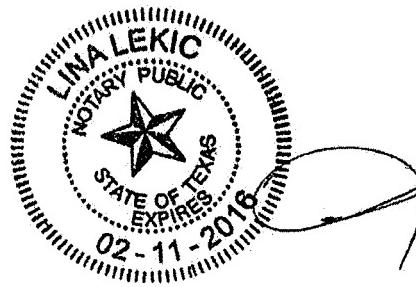
7. I have reviewed the provisions of MLBR 2016-1.

8. I have read the Application which this affidavit accompanies and, to the best of my knowledge, information and belief, the contents of said Application are true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 17, 2015

George Muckleroy
George Muckleroy, Esq.



7/17/2015